

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE CHICAGO BRIDGE & IRON
COMPANY N.V. SECURITIES
LITIGATION

)
) **CASE NO. 1:17-CV-1580**
)
)

) Hon. Lorna Schofield
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)

**DECLARATION OF BRIAN C. KERR IN SUPPORT OF DEFENDANTS' OPPOSITION
TO PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

I, BRIAN C. KERR, declare as follows:

1. I am special counsel at the law firm Baker Botts L.L.P. in New York, New York and I am counsel to Defendants Chicago Bridge & Iron Co. N.V. ("CB&I"), Philip Asherman, Westley S. Stockton, and Ronald Ballschmiede (collectively "Defendants") in the above-captioned matter.

2. I am an attorney admitted to practice law in the State of New York and am admitted to practice in this Court.

3. I am over 21 years of age and otherwise competent to make this declaration. My statements herein are based on my personal knowledge.

4. Attached hereto as Exhibit 1 is a true and correct copy of the Expert Report of Lucy P. Allen, dated April 9, 2019.

5. Attached hereto as Exhibit 2 is a true and correct copy of Declaration of Eiad Asbahi, Managing Partner for Prescience Point Capital Management, LLP, dated March 27, 2019.

6. Attached hereto as Exhibit 3 are true and correct copies of a joint agreement between AISAR Limited Partnership and Ironworkers Locals 40, 361, 417, 580, dated June 8, 2017 and June 19, 2017

7. Attached hereto as Exhibit 4 are true and correct copies of relevant excerpts of the Deposition of Brian Sabbagh, Fund Administrator for Ironworkers Locals 40, 361 & 417 Union Security Funds, dated March 12, 2019.

8. Attached hereto as Exhibit 5 are true and correct copies of relevant excerpts of the Deposition of Patrick Doherty, Fund Administrator for Iron Workers Local 580 Joint Funds, dated March 19, 2019.

9. Attached hereto as Exhibit 6 are true and correct copies of relevant excerpts of the Deposition of Robert Fishel, President and Chief Investment Officer for ALSAR Ltd. Partnership, dated March 29, 2019

10. Attached hereto as Exhibit 7 is a true and correct copy of the Declaration of Craig Barney, Senior Vice President at M.D. Sass Investors Services, Inc., dated April 8, 2019 (with exhibits).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed on April 9, 2019 at New York, New York.

/s/ Brian C. Kerr
Brian C. Kerr